

CERTIFICATE OF SECRETARY

I, _____, Secretary of _____

a corporation duly organized and existing under the laws of the State of _____

DO HEREBY CERTIFY:

A. That the foregoing is a true copy of a certain Resolution duly adopted, in accordance with the by-laws, by the Board of Directors of the said Corporation, at, and recorded in the minutes of a meeting of the said Board duly held on _____, 20____, and of the whole of the said Resolution, and that the said Resolution has not been rescinded or modified.

B. That accompanying this certificate are:

- (1) A copy of the Charter or Certificate of Incorporation of the said Corporation, with all amendments to date, duly certified under official seal by the state officer having custody of the original thereof;
- (2) A true and complete copy of the by-laws of the said Corporation, as at present in force;
- (3) A signature card bearing the names and specimen signatures of all the officers of said Corporation;
- (4) Specimens of certificates of each denomination and class of stock of the said Corporation in the form adopted by the said Corporation; and
- (5) An opinion by counsel for the Corporation covering validity of the outstanding shares referred to in the above-mentioned Resolution and their registration or exemption from registration under the Securities Act of 1933 as amended.

C. That the total authorized stock of said Corporation is: _____ Shares, divided into

_____ Shares of _____ Stock of _____ Par Value each;

_____ Shares of _____ Stock of _____ Par Value each;

_____ Shares of _____ Stock of _____ Par Value each;

That of the said authorized stock, there are now issued:

_____ Shares of the said _____ Stock

_____ Shares of the said _____ Stock

_____ Shares of the said _____ Stock

That such issue has been duly authorized and that all of the said shares are fully paid.

D. That the following are true and correct with respect to the said Corporation:

Name of Officers

Addresses

President _____

Vice-President _____

Secretary _____

Officer _____

Counsel _____

Address of the Corporation _____

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the seal of said Corporation

(Corporate Seal)

_____ Date

_____ Secretary